



**NEW JERSEY TURNPIKE AUTHORITY
REQUEST FOR PROPOSAL**

FOR

**INVESTMENT BANKING SERVICES:
SENIOR MANAGER AND CO-MANAGER**

RM-106071

JANUARY 2014

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SECTION I -- INTRODUCTION

Enclosed herewith is a Request for Proposal (“RFP”) by the New Jersey Turnpike Authority (“Authority”) for qualified firms interested in providing senior manager (“Senior Manager”), co-senior manager (“Co-Senior Manager”) or co-manager (“Co-Manager”) investment banking services (the “Services”). The Authority wishes to receive proposals (the “Proposals”) from all interested qualified firms (the “Proposers”). Based upon a review of the Proposals, the Authority intends to establish two (2) underwriting syndicates comprised of Senior Managers, Co-Senior Managers and Co-Managers, (1) one for anticipated new-money transactions in 2014 and (2) the other for potential refunding transactions in 2014. In addition, the Authority is seeking to establish one pool of co-managers (“Co-Manager Pool”) from whom additional Co-Managers shall be selected for the anticipated transactions. The awards of all contracts under this RFP will be for a term of two (2) years.

The scope of services to be performed is set forth in Section III. The methods for establishing the underwriting syndicates and Co-Manager Pool are set forth in Section IVB herein.

The solicitation of Proposals is being conducted pursuant to the statutes and laws of the State of New Jersey, as found in N.J.S.A. 27:23-6.1, and Executive Order No. 37 (Corzine, 2006), and the regulations and policies of the Authority with regard to the procurement of professional services. Furthermore, Proposals are being solicited through a fair and open process in accordance with N.J.S.A. 19:44A-20.1, *et seq.* In addition, Proposers are required to comply with the EEO requirements of P.L. 1075, C.127 (N.J.A.C. 17:27).

After evaluation of the Proposals, an Evaluation Committee appointed by the Executive Director will submit a written recommendation for award of contacts to the Proposers whose Proposals, conforming to the RFP, are most advantageous to the Authority, price and other factors considered. The Executive Director may accept, reject or modify the recommendation of the Evaluation Committee. The recommendation will be placed on the Agenda for approval by the Authority’s Board of Commissioners.

The selected Senior Managers will be required to execute a standard form of bond purchase agreement.

End of Section I

SECTION II -- ADMINISTRATIVE AND CONTRACTUAL INFORMATION

A. Purpose

This RFP contains a Scope of Services (Section III) which outlines the Authority's needs.

B. Inquiries

ONLY type-written inquiries concerning the RFP will be accepted. They should be directed to Andrea E. Ward, Director, Procurement and Materials Management ("PMM") Department, New Jersey Turnpike Authority, P.O. Box 5042, Woodbridge, New Jersey 07095-5042. Inquiries by FAX and email are acceptable. The FAX number is 732-750-5399. The email address is sjennings@turnpike.state.nj.us. The inquiry deadline is **4:30 P.M. EST, Tuesday, February 4, 2014**. Inquiries will not be entertained after this date and time.

A PROPOSER IS NOT PERMITTED TO MAKE INQUIRIES OF OR DISCUSS OR QUESTION ANY AUTHORITY EMPLOYEE, STATE EMPLOYEE OR COUNSEL OR CONSULTANT TO THE AUTHORITY ABOUT THIS RFP WHILE THIS RFP IS OUTSTANDING, EXCEPT AS OTHERWISE SET FORTH HEREIN. IT IS INAPPROPRIATE FOR ANY PROPOSER TO CONTACT ANY AUTHORITY COMMISSIONER OR ANY STATE OFFICIAL OR EMPLOYEE DURING THE RFP PROCESS. FAILURE TO COMPLY WITH THIS GUIDELINE MAY RESULT IN DISQUALIFICATION OF THE PROPOSER.

C. Closing Date

One (1) original and seven (7) copies of the Proposer's Proposal must be received no later than **4:30 PM EST, Wednesday, February 12, 2014** addressed to Andrea E. Ward, Director, PMM Department.

Regular Mail

New Jersey Turnpike Authority
P. O. Box 5042
Woodbridge, NJ 07095

Federal Express or Other Overnight Delivery

New Jersey Turnpike Authority
581 Main Street
Woodbridge, NJ 07095

Proposals not delivered by the stated time and date shall not be considered unless the time is extended by the Authority pursuant to a written addendum published on the Authority's website (the "Addendum").

Proposers mailing Proposals should allow for the normal mail delivery time to ensure timely receipt of their RFP Responses. Please be advised that using overnight /next-day delivery service does not guarantee overnight/next-day deliveries to our location.

D. The Proposals

It is anticipated that the Proposal will provide a concise and precise delineation of the Proposer's ability to meet all of the requirements of the Authority as provided for in this RFP.

E. Proposer vs. Consultant

The terms “Proposer” and “Consultant” are used frequently, and may be used interchangeably; however, “Proposer” is intended to identify the entity submitting a Proposal, while “Consultant” is the entity to whom the agreement for professional services (in the form of a bond purchase agreement the “Agreement”) is awarded.

F. Signatures

Proposals must be signed by an officer authorized to make a binding commitment for the Proposer.

G. Incurring Costs

The Authority shall not be liable for any costs incurred by any Proposer in the preparation of its Proposal.

H. Addendum to RFP

If at any time prior to receiving Proposals it becomes necessary to revise any part of this RFP, or if additional information is necessary to enable Proposers to make an adequate interpretation of the provisions of this RFP, an Addendum to this RFP will be issued. Upon issuance, said Addendum shall be deemed to be a part of this RFP.

I. Acceptance of Proposals

This RFP does not in any manner or form commit the Authority to make an award. The contents of the Proposal shall become a contractual obligation, if, in fact, a Proposal is accepted and an Agreement is entered into with the Authority. The Authority may award an Agreement solely on the basis of the Proposal submitted without any additional negotiations. The Authority reserves all rights to provide for additional negotiations if it deems it in its best interests. Failure of a Proposer to adhere to and/or honor any or all of the obligations of its Proposal may result in rescission of any award of the Agreement by the Authority.

J. Rejection of Proposals

The Authority reserves the right to reject any and all Proposals. The Authority shall not be obligated at any time to make an award to any Proposer.

K. Final Agreement

Any Agreement entered into with a successful Proposer shall be an Agreement that shall be satisfactory to the Authority in accordance with the laws of the State of New Jersey. The provisions of the attached Agreement, not otherwise set forth in this RFP, are hereby incorporated in this RFP. It is understood that any Agreement that may be awarded will be on the basis of a professional agreement for services within the intent of the statutes and laws of the State of New Jersey, including, without limitations N.J.S.A. 27:23-6.1.

L. Dissemination of Information

Information included in this document or in any way associated with this RFP is intended for use only by the Proposer and the Authority and is to remain the property of the Authority. Under no circumstances shall any of said information be published, copied or used, except in replying to this RFP.

M. Public Records

Any Proposal received from a Proposer under this RFP constitutes a public document that will be made available to the public upon request pursuant to New Jersey's Open Public Records Act, N.J.S.A. 47:1A-1 et seq. A Proposer may request the Authority's General Counsel to deem certain sections of its proposal containing personal, financial or proprietary information non-disclosable, which determination shall be in accordance with such act.

N. News Releases

No news releases pertaining to this RFP or any project to which it may relate shall be made without the Authority's approval.

O. Affirmative Action

The Proposer must certify that it does not discriminate in the hiring or promotion of any minorities, as designated by the Equal Employment Opportunity Commission of the United States of America, or the Department of Civil Rights of the State of New Jersey; and that it does not discriminate against any person or persons on the basis of race, creed, age, color, sex, national origin, ancestry, marital status and affectional or sexual orientation or handicap.

In addition, the Proposer must state in the Proposal that the Proposer agrees to fulfill all requirements and goals and to complete the appropriate forms. The following are included in Section VI:

Exhibit A – Mandatory Equal Employment Opportunity Language

Exhibit B – Affirmative Action Information Sheet

However, if a Proposer maintains a current Letter of Federal Approval, or a current Certificate of Employee Information Report Approval as issued by the Department of the Treasury, State of New Jersey, it may be submitted in place of the State of New Jersey Affirmative Action Employee Information Report ("Form AA-302"). The appropriate form must be completed and submitted to the Authority by the selected Proposer immediately after being notified of award of the Agreement.

P. Small Business Enterprises Requirements

It is the policy of the Authority that small businesses (each a "small business enterprise" or "SBE") as determined and defined by the State of New Jersey, Division of Minority and Women Business Development ("Division") and the New Jersey Department of the Treasury ("Treasury") should have the opportunity to participate in Authority contracts (N.J.A.C. 17:13-1.1, et seq.).

To the extent the Proposer engages subcontractors or sub-consultants to perform Services for the Authority pursuant to this Contract, the Proposer must demonstrate to the Authority's satisfaction that a good faith effort was made to utilize subcontractors and sub-consultants who are registered with the Division as SBEs in the State of New Jersey.

As set forth in N.J.A.C. 17:13-4.3, evidence of a "good faith effort" includes, but is not limited to:

1. Proposers shall attempt to locate qualified potential small business subcontractors;
2. Proposers shall request a listing of small businesses from the Division if none are known to the Proposer;
3. Each Proposer shall keep a record of its efforts, including the names of businesses contacted and the means and results of such contacts;
4. Proposers shall provide all potential subcontractors with detailed information regarding the specifications; and
5. Proposers shall attempt, wherever possible, to negotiate prices with potential subcontractors submitting higher than acceptable price quotes.

Furthermore, the Proposer shall submit proof of its subcontractors' and/or sub-consultants' SBE registrations on the form attached as Exhibit M, if applicable, and shall complete such other forms as may be required by the Authority for reporting to the State of New Jersey as to SBE participation.

Q. Division of Revenue Registration

Pursuant to the terms of N.J.S.A. 52:32-44, the successful Proposer is required to provide to the Authority proof of valid business registration with the Division of Revenue in the Department of the Treasury, prior to entering into an agreement with the Authority. **No Agreement shall be entered into by the Authority unless the Proposer first provides proof of valid business registration.** In addition, the successful Proposer is required to receive from any sub-consultant it uses for goods and services under the Agreement, proof of valid business registration with the Division of Revenue. No Agreement shall be entered into for any agreement with the Authority unless the sub-consultant first provides proof of valid business registration. Please include a copy of the Proposer's Certificate of Registration with the Proposal submission. (Exhibit J)

All questions regarding this requirement should be referred to the Division of Revenue hotline at (609) 292-9292.

R. State Political Contributions Notice: Public Law 2005, Chapter 51 and Executive Order 117

The Proposer will receive the applicable forms, Chapter 51 and E.O. 117, from the Authority's PMM Department to be completed and returned to the Authority for submission to the State Treasurer. Upon approval by the State Treasurer, the Authority will issue an Agreement. (Exhibit D)

S. Affidavit of Moral Integrity

Together with the Proposal, the Proposer must submit an Affidavit of Moral Integrity on the form attached hereto for review by the Authority's General Counsel. (Exhibit C)

T. Code of Ethical Standards

Applicants are advised that the Authority has adopted the New Jersey Uniform Code of Ethics ("Code"), a copy of which can be viewed by going to the following web site: <http://nj.gov/ethics/docs/ethics/uniformcode.pdf> By submitting a response hereto, Proposer agrees to be subject to the intent and purpose of said Code and to the requirements of the New Jersey State Ethics Commission.

U. Tolls

It is the policy of the Authority not to offer toll free passage on its roadways for its vendors. See N.J.S.A. 27:23-25 and N.J.A.C. 19:9-1.19.

V. Proposals Become Property of The Authority

All Proposals shall become the property of the Authority upon receipt and will not be returned.

W. Right To Audit Clause

The successful Proposer shall keep and maintain proper and adequate books, records and accounts accurately reflecting all costs and amounts billed to the Authority with regard to this RFP. Authority, its employees, officers, or representatives shall have the right upon written request and reasonable notice, to inspect and examine all books and records related to the successful Proposer's books and records specific to the Proposal and Agreement. Such records shall be retained by the successful Proposer for at least seven (7) years. In no event shall books and records be disposed of or destroyed of prior to seven (7) years or during any dispute or claim between Authority and Proposer with regard to the RFP.

Pursuant to N.J.S.A. 52:15C-14(d), relevant records of private vendors or other persons entering into contracts with the Authority are subject to audit or review by the New Jersey Office of the State Comptroller. Therefore, the successful Proposer shall maintain all documentation related to products, transactions or services under this Agreement for a period of five years from the date of final payment. Such records shall be made available to the New Jersey Office of the State Comptroller upon request.

X. Shareholders/Partnership Disclosure Statement

Each Proposer shall return to the Authority with its Proposal a completed, dated, signed and witnessed Shareholders/Partnership Disclosure Statement set forth as Exhibit E. Failure to include the completed and signed form may be grounds for rejection of Proposers' Proposal.

Y. Vendor Disclosure Form N.J.S.A. 52:34-13.2

N.J.S.A. 52:34-13.2 requires disclosure that all parties seeking business under a contract with the Authority disclose the origin and location of the performance of their services that are the subject of the contract. Each Proposer shall return to the Authority with its Proposal as completed, dated and certified Vendor Disclosure Form set forth as Exhibit F.

Z. Notice to All Respondents of Set-Off for State Tax

Each Proposer shall return to the Authority with its Proposal a signed and dated Notice of Set-Off for State Tax set forth as Exhibit G which advises Proposers of the State of New Jersey's right to set-off any tax indebtedness from payments made under agreements with the Authority.

AA. Affidavit of Non-Collusion

Each Proposer shall return to the Authority with its Proposal a completed, dated, signed and witnessed Affidavit of Non-Collusion set forth as Exhibit I. Failure to include the completed and signed form may be grounds for rejection of a Proposer's Proposal.

BB. Disclosure of Investment in Iran

New Jersey Public Law 2012, C.25 requires disclosure by all parties seeking to enter into a contract with the Authority that is worth \$20,000,000 or more, to disclose whether or not the business is engaged in specific investment activities in Iran. Each Proposer shall return to the Authority with its Proposal the completed dated form entitled "Disclosure of Investment Activities in Iran" as set forth in Exhibit F-2. Failure to include the completed and signed form may be grounds for rejection of Proposer's Proposal.

CC. Proposal Schedule

Closing Date for Submission of Inquiries (4:30 PM, EST)	February 4, 2014
Closing Date of Receipt of Proposals (4:30 PM, EST)	February 12, 2014
Tentative Commissioner Approval for Senior and Co-Senior Managers	February 25, 2014
Tentative Commissioner Approval for Co- Managers	March 25, 2014

End of Section II

SECTION III -- SCOPE OF SERVICES

A. **Organization and Function of the New Jersey Turnpike Authority**

The Authority operates the New Jersey Turnpike, the Garden State Parkway and PNC Bank Arts Center. It was created by the New Jersey Turnpike Authority Act of 1948, as amended and supplemented (the “Act”). The Act authorizes the Authority to construct, maintain, repair, and operate the New Jersey Turnpike, to collect tolls, and to issue Turnpike revenue bonds or notes, subject to approval of the Governor. On May 27, 2003, the Act was amended to empower the Turnpike to assume all powers, rights, obligations and duties of the New Jersey Highway Authority (the “Highway Authority”), which owned and operated the Garden State Parkway and PNC Bank Arts Center. The Authority Board of Commissioners consists of eight members, five members appointed by the Governor, one appointed by the Governor upon the recommendation of the President of the Senate, one appointed by the Governor upon recommendation of the Speaker of the General Assembly, and the Commissioner of the State Department of Transportation. At this time, the Commissioner of the Department of Transportation serves as Chair of the Commission. The Authority is a component unit of the State of New Jersey and its financial statements, presented in accordance with accounting principles generally accepted in the United States (GAAP), are included in the State of New Jersey’s (the State) Comprehensive Annual Financial Report (CAFR). Audited Financial Statements can be found on the Authority’s website at www.state.nj.us/turnpike/Investor-Relations.

Turnpike Revenue Bonds are issued in accordance with the provisions of the Turnpike Revenue Bond Resolution of August 21, 1991, as amended, restated, and supplemented (the “Bond Resolution”). A copy of the Bond Resolution can be found on the Authority’s website at www.state.nj.us/turnpike/Investor-Relations.

B. **Current Situation**

On October 10, 2008, the Authority’s Commissioners approved a toll increase effective December 1, 2008, equal to 40% on the New Jersey Turnpike and 43% on the Garden State Parkway, and an additional toll increase effective January 1, 2012 equal to 53% on the New Jersey Turnpike and 50% on the Garden State Parkway. These toll increases were structured to put the Authority on sound financial footing and fund critical safety and congestion relief projects through a \$7 billion Capital Investment Plan. The Authority has recently entered into a five year agreement with the Treasurer of the State of New Jersey to help fund the state’s Transportation Capital Plan. Under this agreement the Authority is to provide payments in the following annual amounts:

State Fiscal Year	Authority
<u>Ending 6/30</u>	<u>Contribution</u>
2012	\$229 million
2013	\$324 million
2014	\$324 million
2015	\$324 million
2016	\$324 million

These amounts are subordinate to bondholder payments and are payable solely from amounts on deposit in the General Reserve Fund.

Currently, the Authority has approximately \$9.6 billion of revenue bonds outstanding. The Authority expects to issue Revenue Bonds in increments to meet the needs of its Capital Investment Plan. At this time, the Authority expects to issue \$750 million in 2014, \$500 million in 2015, \$500 million in 2016, \$500 million in 2017 and \$500 million in 2018 to fully fund its Capital Investment Plan. The Authority anticipates that it will have enough existing bond funds on hand to meet its capital needs through July or August 2013. In addition, the Authority's Series 2011A (\$75 million outstanding) and Series 2011B (\$50 million outstanding) direct purchase bonds have a December 2013 mandatory tender date and will need to be refinanced. Also, the Authority's Series 2009A variable rate demand bonds (\$92.5 million) have a Direct Pay Letter of Credit which terminates in February 2015. The Authority believes that renewal of this Letter of Credit may not be cost effective and wishes to consider various alternatives for replacement of the Letter of Credit. For the Series 2011A, Series 2011B and the Series 2009A bonds, the Authority will consider a public offering of variable rate or fixed rate debt and will make one award through this RFP for these potential public offerings. However the Authority intends to consider direct purchase floating rate notes and/or replacement Letters of Credit which will be solicited through a separate RFP. The Authority will select either a public offering or private bank product based upon the most cost effective solution.

The Authority also intends to pursue all opportunities to refinance fixed rate debt for savings, and to refinance its variable rate debt portfolio with fixed rate debt and terminate the associated Interest Rate Swap Agreements if beneficial to the Authority. Proposers are advised that the award made in January 2013 to refund the Series 2005A bonds is still valid until January 2015 and those bonds are not covered by this RFP. Should a refinancing opportunity arise in the course of these transactions, the Authority may use this RFP to select an underwriting team for these additional transactions or the Series 2011A, Series 2011B and Series 2009A transaction (s) if it is determined to be in the Authority's best interest.

Details on the Authority's existing debt can be found in the Authority's 2012 Audited Financial Statements, June 30, 2013 unaudited financial statement, and the 2013 Official Statements which can be found on the Authority's website at www.state.nj.us/turnpike/Investor-Relations.

C. General Services

The Proposer shall become familiar with the Authority's procedures, presentation and coordinating requirements necessary for the effective performance of its services. If selected to serve as an Underwriter, the Proposer will be required to coordinate its services and activities with designated Authority management personnel, the Authority's Financial Advisor and Bond Counsel.

D. Specific Services

The Senior Manager(s) selected will be required to provide some or all of the services identified below, at the request of the Authority. Co-Managers shall provide information and assistance upon request and shall act as members of the underwriting syndicate.

1. Work with the Financial Advisor in recommending structures for each specific debt series being issued in order to minimize overall debt service costs.
2. Assist in drafting and reviewing relevant bond documents, including, but not limited to, official statements, purchase agreements, bond resolutions and indentures, leases and contracts.
3. Assist in preparation of materials or presentations, discussions and meetings or other communications with rating agencies, insurers, credit enhancers and investors.
4. Identify financing opportunities available to the Authority.
5. Manage the underwriting process.
6. Commit capital to underwrite the bonds or notes being issued.
7. Provide post-closing analysis of the debt issuance, including but not limited to pricing, orders, allotments and all information required by Executive Order No. 26.
8. Provide such other underwriting and investment banking services as requested by the Authority.

End of Section III

SECTION IV – RFP RESPONSE EVALUATION CRITERIA & QUOTATION SUBMISSION FORM

A. General

1. A Proposal is requested from the Proposer. The Scope of Services (Section III) outlines the Authority's basic needs. The Proposal will detail the Proposer's experience, personnel, proposed scope and approach, and any other relevant information.
2. All portions of this RFP and the Proposal are considered to be part of a Contract and will be incorporated by reference.
3. All Proposers are required to limit their Proposals to fifteen (15) pages (exclusive of appendices) at no smaller than 12 point type. Excess pages and extraneous materials or appendices will detract from the overall quality of the response.
4. All the requirements listed in the Check List (Section VI) must be complied with in order to be considered responsive to this RFP.

B. Establishment of the Syndicates and Co-Manager Pool

1. The Authority intends to form 2 underwriting syndicates, one for the anticipated new-money issue and the other for the potential refunding issue(s) anticipated to occur in 2014. Proposers may apply for only one of the underwriting syndicates and must indicate for which underwriting syndicate they want to be considered. Although it is anticipated that each syndicate will have a Senior Manager, at least one Co-Senior Manager, and at least one Co-Manager, only proposals for the position of Senior Manager for each underwriting syndicate will be accepted. Proposers that apply for the Senior Manager position but are not selected will be considered for Co-Senior Manager or Co-Manager for whichever syndicate they have requested. For example, if a Proposer applies for Senior Manager for the new money syndicate and is not chosen as Senior Manager, that Proposer will be considered for the position of Co-Senior Manager or Co-Manager for the new money syndicate only.
2. In addition, the Authority will establish one pool for Co-Managers (the "Co-Manager Pool") only, and will accept proposals from firms that wish to be included in this pool. **Proposers that have applied to be Senior Manager in an underwriting syndicate cannot apply for the Co-Manager Pool.** Once the Co-Manager Pool is established, the Authority anticipates selecting a minimum of two Proposers from this Co-Manager Pool for each transaction, whether it is new-money issue or refunding issue. Co-Managers will be utilized from the Co-Manager Pool on a rotating basis, commencing with the highest ranked Proposer and continuing in descending order, as needed, as determined by the Authority.
3. The Authority reserves the right to limit participation for any transaction to a Senior Manager if doing so is deemed to be in the Authority's best interests.
4. Joint ventures will not be considered.

C. Required Components – Senior Manager for New Money Bond Issue

Proposers interested in being selected as Senior Manager for the new money bond issue must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position and syndicate (i.e., Senior Manager – New Money Bond Issue) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your Proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning January 1, 2012 through December 31, 2013 in both the primary and secondary markets.
6. Provide a summary table of the new money issues in excess of \$500 million par amount that your firm has senior managed for the period beginning January 1, 2012 through December 31, 2013. Provide a backup list of these transactions as an appendix.
7. Provide a summary table of the transportation issues in excess of \$500 million par amount that your firm has senior managed for the period beginning January 1, 2012 through December 31, 2013. Provide a list of these transactions as an appendix.
8. Provide a summary table of representative issues in excess of \$500 million par amount that your firm has underwritten for the period beginning January 1, 2012 through December 31, 2013. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.

9. Provide information on the amount (both in US dollars and number of transactions) of credit your firm has extended to US municipal bond issuers for the period beginning January 1, 2012 to December 31, 2013. This list should include letters of credit and/or standby bond purchase agreements to support transactions as well as direct purchases.
10. Provide an analysis detailing the Authority's ability to refinance its existing debt portfolio for savings including ideas to maximize the potential savings and minimize negative arbitrage. This may include any ideas that your firm has presented in writing to the Authority for the period January 1, 2012 through December 31, 2013. Include the submission date, a synopsis of the idea, and the implementation date, if implemented.
11. Given the Authority's current debt profile and outlined capital plans, provide your firm's detailed marketing plan for the Authority's upcoming new money bond issue(s). Provide your firm's proposed maturity and couponing structure for the proposed new money issuance. The plan should include your recommendation as to how many financing the Authority should complete during calendar 2014 to issue up to \$1.0 billion of bonds.
12. List your proposed fees, expenses and takedown for an up to \$1 billion new money transaction. Exclude fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Also include your proposed coupons and spreads to MMD using bond yields as of close of business January 29, 2014 based upon your recommended structure.
13. List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the Authority with a discussion of their relevant experience.
14. Provide any thoughts on how to improve the Authority's rating or outlook and what ratings and rating agencies the Authority should pursue.
15. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
16. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning January 1, 2012 through December 31, 2013. Describe the nature and status of the matter and the resolution, if any.
17. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.

18. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

D. Required Components – Senior Manager for Refunding Bond Issue

Proposers interested in being selected as Senior Manager for the potential refunding bond issue must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position and syndicate (i.e., Senior Manager – Refunding Bond Issue) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning January 1, 2012 through December 31, 2013 in both the primary and secondary markets.
6. Provide a summary table of the refunding issues in excess of \$150 million par amount that your firm has senior managed for the period beginning January 1, 2012 through December 31, 2013. Provide a backup list of these transactions as an appendix.
7. Provide a summary table of the transportation issues in excess of \$150 million par amount that your firm has senior managed for the period beginning January 1, 2012 through December 31, 2013. Provide a list of these transactions as an appendix.
8. Provide a summary table of representative issues in excess of \$150 million par amount that your firm has underwritten for the period beginning January 1, 2012 through December 31,

2013. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.

9. Provide information on the amount (both in US dollars and number of transactions) of credit your firm has extended to US municipal bond issuers for the period beginning January 1, 2012 to December 31, 2013 . This list should include letters of credit and/or standby bond purchase agreements to support transactions as well as direct purchases.
10. Provide an analysis detailing the Authority's ability to refinance its existing debt portfolio for savings including ideas to maximize the potential savings and minimize negative arbitrage. This may include any ideas that your firm has presented in writing to the Authority for the period January 1, 2012 through December 31, 2013. Include the submission date, a synopsis of the idea, and the implementation date, if implemented.
11. Given the Authority's current debt profile and outlined capital plans, provide your firm's detailed marketing plan for the Authority's potential refunding issues for the Series 2011A, Series 2011B and Series 2009A bonds. Provide your firm's proposed debt type, maturity and couponing structure.
12. List your proposed fees, expenses, and takedown for the proposed refunding transactions. Exclude fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Also include your proposed coupons and spreads to MMD using bond yields as of close of business January 29, 2014.
13. List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the Authority with a discussion of their relevant experience.
14. Provide any thoughts on how to improve the Authority's rating or outlook and what ratings and rating agencies the Authority should pursue.
15. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
16. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning January 1, 2012 through December 31, 2013. Describe the nature and status of the matter and the resolution, if any.
17. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.

18. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

E. Required Components – Co-Manager Pool

Proposers interested in being selected to be a participant in the Co-Manager Pool must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position (i.e., Co-Manager Pool) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning January 1, 2012 through December 31, 2013 in both the primary and secondary markets.
6. Provide a summary table of representative issues in excess of \$100 million par amount that your firm has underwritten for the period beginning January 1, 2012 through December 31, 2013. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.
7. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.

8. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning January 1, 2012 through December 31, 2013. Describe the nature and status of the matter and the resolution, if any.
9. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
10. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

F. Evaluation Criteria – Senior Manager, New Money Issue

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | <u>Points</u> |
|---|----------------------|
| 1. Experience of the Firm on Similar Projects | 25 |
| Evaluation will include the Proposer's number of senior managed transactions exceeding \$500 million and transportation transactions serving as senior manager for deals over \$500 million. The Proposers with more experience will receive a higher score. The Proposers will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. Credentials of the Project Team | 15 |
| Evaluation will include qualifications and relevant experience of key personnel, and the Proposer's functional organization and integration to deliver the Services required under the RFP. The references to be provided by the Proposer for review shall pertain to the nature of the Services performed, and such other considerations regarding the ability and responsibility of the Proposer that the Authority deems appropriate. Specifically include the team's knowledge and direct experience in bond underwriting services. In addition, consideration will be given to New Jersey presence and minority and/or women participation in the Services. Proposers that evidence significant minority and/or women participation in the project team will receive a higher score. | |
| 3. Understanding of Authority's Needs | 15 |
| Evaluation of the quality of the Proposer's previously presented financial ideas, secondary market support for the Authority's bonds, and ability to provide credit to municipal bond issuers. | |

4. **Approach to the Project** **35**
Evaluation of the Proposer's proposed structure, pricing and marketing plan for the transactions contemplated by the RFP. The proposals which result in the least risk and lowest cost to the Authority will receive the highest scores.
5. **Price** **10**
The firms which submit the lowest overall underwriters discount (takedown) and direct expenses will receive the highest score..

G. Evaluation Criteria – Senior Manager, Refunding Issue

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | | <u>Points</u> |
|----|---|----------------------|
| 1. | Experience of the Firm on Similar Projects | 25 |
| | Evaluation will include the Proposer's number of senior managed transactions exceeding \$150 million and transportation transactions serving as senior manager for deals over \$150 million. The Proposers with more experience will receive a higher score. The firms will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. | Credentials of the Project Team | 15 |
| | Evaluation will include qualifications and relevant experience of key personnel, and the Proposer's functional organization and integration to deliver the Services required under the RFP. The references to be provided by the Proposer for review shall pertain to the nature of the Services performed, and such other considerations regarding the ability and responsibility of the Proposer that the Authority deems appropriate. Specifically include the team's knowledge and direct experience in bond underwriting services. In addition, consideration will be given to New Jersey presence and minority and/or women participation in the Services. Proposers that evidence significant minority and/or women participation in the project team will receive a higher score. | |
| 3. | Understanding of Authority's Needs | 15 |
| | Evaluation of the quality of the Proposer's previously presented financial ideas, secondary market support for the Authority's bonds, and ability to provide credit to municipal bond issuers. | |
| 4. | Approach to the Project | 35 |
| | Evaluation of the Proposer's proposed structure, pricing and marketing plan for the transactions contemplated by the RFP. The proposals which result in the least risk and lowest cost to the Authority will receive the highest scores. | |

5. **Price** **10**
The Proposers which submit the lowest overall underwriters discount (takedown) and direct expenses will receive the highest score.

H. Evaluation Criteria – Co-Manager Pool

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | <u>Points</u> |
|---|----------------------|
| 1. Experience of the Firm on Similar Projects | 25 |
| Evaluation will include the firm's number of co-managed transactions exceeding \$100 million and transportation transactions serving as co-manager. The firms with more experience will receive a higher score. The firms will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. Bond Distribution Capabilities | 25 |
| Evaluation will include both institutional and retail bond distribution capabilities, size of sales force and any retail distribution agreements. | |
| 3. Capital Strength | 25 |
| Evaluation of the equity capital, net capital and excess net capital and the amount of bonds a Proposer can underwrite, as well as any limitations on the firm committing capital to an underwriting. | |
| 4. New Jersey Presence and Support | 25 |
| Evaluation will be given to New Jersey presence, support of State of New Jersey, its independent authorities' and municipalities' bonds in the primary and secondary markets and for small, minority and/or women participation in the Services. Proposers which are registered as small business enterprises or certified as minority business enterprises or women business enterprises with the State Treasury Department will receive 5 points of the allotted 25 points (See Exhibit K). | |

Proposers must score at least 70 to be included in the Co-Manager Pool based upon the above criteria.

End of Section IV

SECTION V: INSURANCE AND INDEMNIFICATION

A. Insurance

The Proposer shall obtain and maintain, at its own expense until acceptance by the Authority of the project, insurance for liability for damages imposed by law and assumed under this Agreement, of the kinds and in the amounts hereinafter provided. All insurance companies must be authorized to do business in the State of New Jersey, and must carry an A.M. Best Rating of A-/VII or better. Before commencing any of the Services hereunder, the Proposer shall furnish to the Authority a certificate or certificates of insurance (together with declaration pages if requested by the Authority) in a form satisfactory to the Authority showing that it has complied with this Section. The certificate or certificates and declaration pages shall provide that the policies shall not be canceled or restrict any coverage until thirty (30) days prior written notice has been given the Authority. All certificates and notices of cancellation change shall be mailed to: General Counsel, New Jersey Turnpike Authority, P.O. Box 5042, Woodbridge, NJ 07095-5042. Upon request, the Proposer shall furnish the Authority with a certified copy of each policy, including the provision establishing premiums.

In the event that the Proposer fails or refuses to renew any insurance policy required to be maintained herein, or if such policy is canceled or modified so that the insurance does not meet the requirements contained herein, the Authority may refuse to make payment of monies due under the Agreement. The Authority in its sole discretion may use such monies to purchase insurance on behalf of the Proposer.

The types and minimum limits of insurance shall be:

1. Commercial General Liability Insurance

The minimum limits of liability for this insurance shall be as follows:

Bodily Injury and Property Damage.....	\$2,000,000
(Each occurrence combined single limit)	
Personal Injury Each Occurrence.....	\$2,000,000
General Aggregate.....	\$2,000,000
Products Aggregate.....	\$2,000,000
Fire Damage Legal Liability.....	\$100,000
Medical Payments.....	\$5,000

This policy shall name: "The New Jersey Turnpike Authority, its Commissioners, officers, employees, and agents" as additional insured. The coverage to be provided under this policy shall be at least as broad as the standard basic un-amended and unendorsed commercial general liability policy. This insurance policy shall include, but not be limited to, Personal Injury, Broad Form Property Damage, Contractual Liability, including the deletion of the coverage restriction related to work conducted within fifty (50) feet of a railroad, Products/Completed Operations, X.C.U., and Independent Contractors Coverages.

Products Completed Operations coverage shall remain in force for a period of two (2) years following the completion and/or termination of the Agreement.

2. Business Automobile Liability Insurance

The Comprehensive Automobile Liability policy shall cover owned, non-owned and hired vehicles with minimum limits as follows:

Combine Single Limit of Liability for Bodily Injury or Property Damage any one accident \$1,000,000.

This policy shall name: "The New Jersey Turnpike Authority, its Commissioners, officers, employees and agents" as additional insureds.

3. Workers Compensation and Employers' Liability Insurance

Workers Compensation Insurance shall be obtained in accordance with the requirements of the laws of the State of New Jersey and shall include all-states coverage for any state which may be interpreted to have legal jurisdiction. Employers' Liability Insurance shall be provided with a limit of liability of \$1,000,000 for each accident.

4. Professional Errors and Omissions Insurance.

Professional Errors and Omissions Insurance with a minimum limit of liability of \$2,000,000 per claim and in the annual aggregate exclusive of the amounts required for Commercial General Liability Insurance. The Proposer shall maintain its Professional Errors and Omissions Insurance in effect for a period of two (2) years following the termination of the Agreement.

B. Certificate and Endorsement Requirements

Each of the above required policies shall contain the endorsements as stated below:

1. Thirty (30) days notice of cancellation or any restriction in coverage by registered mail to the Authority.
2. All policies, except Workers Compensation and Employers' Liability Insurance, shall contain a waiver of subrogation clause in favor of the Authority
3. With respect to policies referred to in subsections (A1) and (A2) the other insurance clause under each policy shall be amended to read as follows: "This policy will act as primary insurance and not contribute with policies issued to the Authority." Insurance coverage in the minimum amounts provided for herein shall not relieve the Proposer of any liability which might exceed that amount, nor shall it preclude the Authority from taking such other actions as are available to it under any other provisions of this contract, or otherwise in law.

The Proposer shall also require that all of its contracting parties comply with the insurance requirements stated above including providing evidence of such insurance coverages in the same manner as stated above.

Due to future changes in economic financial and/or insurance market conditions the Authority at its discretion may modify the above stated insurance requirements.

NOTWITHSTANDING THAT MINIMUM AMOUNTS OF INSURANCE COVERAGE CARRIED OR REQUIRED TO BE CARRIED BY THE FIRM ARE SPECIFIED HEREIN, THE LIABILITY OF THE PROPOSER SHALL NOT BE LIMITED TO THE AMOUNTS SO SPECIFIED AND SHALL EXTEND TO ANY AND ALL LIABILITY IN EXCESS OF THE INSURANCE COVERAGES OBTAINED NOR SHALL THEY PREVENT THE AUTHORITY FROM TAKING ANY ACTION AVAILABLE TO IT UNDER THE PROVISIONS OF THE AGREEMENT OR OTHERWISE IN LAW OR EQUITY.

C. Indemnification

The Proposer agrees to defend, indemnify and save harmless the Authority, its officers, employees, and agents and each and every one of them against and from all liabilities, judgments, threatened, pending or completed actions, suits, demands for damages or costs of every kind and description actually and reasonably incurred (including attorneys' fees and costs and court costs) (collectively "Liabilities") including, without implied limitations, Liabilities for damage to property or Liabilities for injury or death of the officers, agents and employees of either the Proposer or the Authority, resulting from any act or omission or willful misconduct of the Proposer or any of its officers, agents, sub-consultants, or employees in any manner related to the subject matter of this Agreement. In the event that the Proposer fails to defend, indemnify and save harmless the Authority, its officers, employees, and agents and each and every one of them in accordance with this Section, any money due to the Proposer under and by virtue of this Agreement as shall be considered necessary by the Authority may be retained by the Authority and held until any and all Liabilities shall have been settled and suitable evidence to that effect furnished to the Authority. The obligations in this Section shall survive the termination, expiration or rescission of this Agreement.

End of Section V

SECTION VI: CHECKLIST AND EXHIBIT DOCUMENTS

CHECKLIST OF ITEMS

THE FOLLOWING ITEMS, AS CHECKED BELOW, MUST BE SUBMITTED WITH YOUR PROPOSAL ALONG WITH THE CHECKLIST ITSELF:

CHECK OFF AS READ, SIGNED & SUBMITTED

√		CHECK LIST	√
√	A.	AFFIRMATIVE ACTION INFORMATION SHEET	
√	B.	MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE (Professional Services)	
√	C.	AFFIDAVIT OF MORAL INTEGRITY	
	D.	STATE CONTRACTOR POLITICAL CONTRIBUTIONS NOTICE Public Law 2005, Chapter 51, Executive Order 134 and Executive Order 117	FYI
√	E.	STOCKHOLDER/PARTNERSHIP DISCLOSURE STATEMENT	
√	F.	FIRM DISCLOSURE FORM – EXECUTIVE ORDER 129	
√	F-2	DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN	
√	G.	NOTICE TO ALL PROPOSERS SET-OFF FOR STATE TAX	
√	H.	NJ ELECTION LAW ENFORCEMENT COMMISSION REQUIREMENT FOR DISCLOSURE OF POLITICAL CONTRIBUTIONS	
√	I.	AFFIDAVIT OF NON-COLLUSION	
√	J.	NJ BUSINESS REGISTRATION CERTIFICATE	
√	K.	SMALL BUSINESS ENTERPRISE/MINORITY BUSINESS ENTERPRISE/WOMAN BUSINESS ENTERPRISE FORM	
√	L.	SMALL BUSINESS ENTERPRISE FORM SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION	
√	M.	INSURANCE (see Section V of RFP for Insurance Requirements for this The Agreement) Submit proof of insurance- either certificate or letter from broker with proposal	

(Firm)

(Title)

(Signature)

(Date)

(Name – please print or type)

(Telephone Number/Fax Number)

EXHIBIT A

AFFIRMATIVE ACTION INFORMATION SHEET

IN ACCORDANCE WITH THE TERMS OF THE ATTACHED AGREEMENT PROPOSERS ARE REQUIRED TO SUBMIT ONE OF THE FOLLOWING FORMS RELATING TO COMPLIANCE WITH AFFIRMATIVE ACTION REGULATIONS. PLEASE COMPLETE AND RETURN THIS FORM WITH THE PROPOSAL.

1. The Proposer has submitted a Federal Affirmative Action Plan Approval which consists of a valid letter from the Office of Federal Contract Compliance Programs (Good for one year of the date of letter).

YES _____ NO _____

If Yes, a photo copy of the Letter of Approval is to be submitted with the bid.

(OR)

2. The Proposer has submitted a Certificate of Employee Information Report pursuant to (NJAC 17.27-1.1) and The State Treasurer has approved said report.

YES _____ NO _____

If Yes, a photo copy of the Certificate is to be submitted with the bid. (Expiration Date on Certificate)

Certificate of Approval Number _____

(OR)

3. If Proposer has already submitted the Employee Information Report form to the States' Affirmative Action Office, please return a copy of it with the bid.

If you are the successful proposer and have none of the above, please contact the Procurement and Materials Management Department at **(732) 750-5300 ext. 8628** within five (5) days of notification of award for AA-302 Form. This AA-302 Form must be forwarded to the States' Affirmative Action Office with the Authority's copy (Pink) returned to the Authority's Procurement and Materials Management Department.

The signature below certifies that one of the above forms of Affirmative Action evidence has been submitted, and all information contained above is correct to the best of my knowledge.

Signed _____ Date Signed _____

Print Name and Title _____

Proposers Company Name _____

Address _____

Telephone Number _____ Fax Number _____

EXHIBIT B

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE N.J.S.A. 10:5-31 et seq., N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICES AND GENERAL SERVICE THE AGREEMENTS

During the performance of this the Agreement, the Contractor agrees as follows:

- A. The Contractor or Subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the Contractor will take affirmative action to ensure that such applicants are recruited and employed, and that employees are treated during employment without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such action shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of Wage; and selection for training, including apprenticeship. The Contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.
- B. The Contractor or Subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the Contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex.
- C. The Contractor or Subcontractor, where applicable will send to each labor union or representative or workers with which it has a collective bargaining agreement or other the Agreement or understanding a notice to be provided by the agency contracting officer advising the labor union or worker's representative of the Contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.
- D. The Contractor or Subcontractor where applicable agrees to comply with any regulations promulgated by the Treasurer pursuant to **N.J.S.A. 10:5-31 et seq.** as amended and supplemented from time to time and the Americans with Disabilities Act.
- E. The Contractor or Subcontractor agrees to make good faith efforts to employee minority and women workers consistent with the applicable county employment goals established in accordance with **N.J.A.C. 17:27-5.2** or a binding determination of the applicable county employment goals determined by the Division, pursuant to **N.J.A.C. 17:27-5.2**.
- F. The Contractor or Subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.
- G. The Contractor or Subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personal testing conforms with the principles of job-related testing, as established by the statutes and court

decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.

- H. In conforming with the applicable employment goals, the Contractor or Subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.
- I. The Contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services the Agreement, one of the following three documents:
 - i. Letter of Federal Affirmative Action Plan Approval
 - ii. Certificate of Employee Information Report
 - iii. Form AA-302

Page 2 - Mandatory EEO Language – Professional Services

The Contractor and its Subcontractor shall furnish such reports or other documents to the Division of The Agreement Compliances & EEO as may be requested by the Division from time to time in order to carry out the purposes of these regulations, and Public Agencies shall furnish such information as may be requested by the Division of The Agreement Compliance & EEO for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27**

The parties to this the Agreement do hereby agree that the provision of **N.J.S.A. 10:5-31 et seq.** dealing with discrimination in employment on Public The Agreements, and the rules and regulations promulgated pursuant thereunto, are hereby made a part of this the Agreement and are binding upon them.

Submitted by:

Firm Name: _____

By: _____

Title: _____

Date: _____

EXHIBIT C
AFFIDAVIT OF MORAL INTEGRITY

STATE OF _____

Ss:

COUNTY OF _____

I, _____, the _____ (Pres., Vice Pres., Owner/Partner) of

_____ (Proposer), being first duly sworn, deposes and says:

1. That the Proposer wishes to demonstrate moral integrity in accordance with the services to be rendered/goods to be provided in accordance with the Proposer's proposal.

2. That as of the date of signing this Affidavit, neither Proposer nor any of its Principals, Owners, Officers, or Directors are involved in any Federal, State or other Governmental Investigation concerning criminal or quasi criminal violations, except as follows: **(If none, so state):**

3. Proposer further states that neither the Proposer, nor any of its Principals, Owners, Officers or Directors, has ever engaged in any violation of a Federal or State Criminal Statute; or ever been indicted, convicted, or entered a plea of guilty, non vult or nolo contendere to any violation of a Federal or State Criminal Statute; or ever engaged in violation of any nature regarding work on the Agreements performed by it, except as follows: **(If none, so state):**

4. That Proposer authorizes any depository or other agency to supply the Authority with any information necessary to verify any statement made in this Affidavit of Moral Integrity.

5. That as of the date of signing this Affidavit, outstanding liens filed against this Proposer are as follows: **(if none, so state).**

6. That the undersigned, being authorized to act on behalf of Proposer certifies that I am personally acquainted with the operations of said Proposer, have full knowledge of the factual basis comprising the contents of this Affidavit of Moral Integrity and that the same are true to my knowledge.

7. That this Affidavit of Moral Integrity is made to induce the Authority to accept the Proposer as a qualified provider of goods and/or services, knowing that the said New Jersey Turnpike Authority relies upon the truth of the statements herein contained.

Signature

Print Name

Title

(Corporate Seal)

Sworn and Subscribed to Before Me This

____ Day of _____ 20__

Notary Public

EXHIBIT D

State Contractor Political Contributions Compliance Public Law 2005, Chapter 51 and Executive Order 117

In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the award of State contracts from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, Executive Order 134 (McGreevey) was signed on September 22, 2004 and became effective October 15, 2004. EO134 was applicable to all State agencies, the principal departments of the executive branch, any division, board, bureau, office, commission within or created by a principal executive branch department, and any independent State authority, board, commission, instrumentality or agency. EO134 was superseded by P.L. 2005, c. 51, signed into law on March 22, 2005 ("Chapter 51"). In September 2008, Executive Order 117 (Corzine) was signed and became effective November 15, 2008. EO117, which applies only prospectively, extends Chapter 51's political contribution restrictions by expanding the definition of "business entity" to include, for example, more corporate shareholders and sole proprietors. EO117 and Chapter 51 contain restrictions and reporting requirements that will necessitate a thorough review of their provisions by bidders.

Pursuant to the requirements of Chapter 51 and EO117, the terms and conditions set forth in this Exhibit are material terms of any contract entered into by the Authority.

DEFINITIONS

For the purpose of this Exhibit, the following shall be defined as follows:

a) "**Contribution**" – means a contribution reportable by the recipient under the New Jersey Campaign Contributions and Expenditures Reporting Act, P.L. 1973, c. 83, N.J.S.A. 19:44A-1 et seq., and implementing regulations set forth at N.J.A.C. 19:25-7 and N.J.A.C. 19:25-10.1 et seq., made on or after October 15, 2004. As of January 1, 2005, contributions in excess of \$300 are reportable.

b) "**Business Entity**" – means any natural or legal person; business corporation (and any officer, person, or business entity that owns or controls 10% or more of the corporation's stock); professional services corporation (and any of its officers or shareholders); limited liability company (and any members); general partnership (and any partners); limited partnership (and any partners); in the case of a sole proprietorship: the proprietor; a business trust, association or any other legal commercial entity organized under the laws of New Jersey or any other state or foreign jurisdiction, including its principals, officers, or partners. The definition of a business entity also includes (i) all principals who own or control more than 10 percent of the profits or assets of a business entity; (ii) any subsidiaries directly or indirectly controlled by the business entity; (iii) any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee; and (iv) if a business entity is a natural person, that person's spouse, civil union partner or child, residing in the same household, except for contributions by spouses, civil union partners, or resident children to a candidate for whom the contributor is eligible to vote, or to a political party committee within whose jurisdiction the contributor resides.

PROHIBITION ON THE AGREEMENTS/BREACH OF EXISTING THE AGREEMENT

As set forth in Chapter 51 and EO117, the Authority shall not enter into a the Agreement to procure from any Business Entity services or any material, supplies or equipment, or to acquire, sell or lease any land or building, where the value of the transaction exceeds \$17,500, if that Business Entity has solicited or made any contribution of money, or pledge of contribution, including in-kind contributions, to a candidate committee and/or election fund of any candidate for or holder of the public office of Governor or Lieutenant Governor, or to any State, county or municipal political party committee, or legislative leadership committee during specified time periods.

Further, it shall be a breach of the terms of any contract with the Authority for any Business Entity who has been awarded the contract, during the term of the contract or any extension thereof, to:

- (i) make or solicit a contribution in violation of Chapter 51 or EO117;
- (ii) knowingly conceal or misrepresent a contribution given or received;
- (iii) make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
- (iv) make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate of holder of the public office of Governor or Lieutenant Governor, or to any State, county or municipal party committee, or legislative leadership committee;
- (v) engage or employ a lobbyist or consultant with the intent or understanding that such lobbyist or consultant would make or solicit any contribution, which if made or solicited by the Business Entity itself, would subject that entity to the restrictions of Chapter 51 or EO117;
- (vi) fund contributions made by third parties, including consultants, attorneys, family members, and employees;
- (vii) engage in any exchange of contributions to circumvent the intent of Chapter 51 or EO117; or
- (viii) directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of Chapter 51 or EO117.

CERTIFICATION AND DISCLOSURE REQUIREMENTS

Prior to the award of any contract or agreement, the Authority shall notify any Business Entity to which it intends to award a contract of the need to submit to the Authority a completed Certification and Disclosure of Political Contributions form, as issued by the State Treasurer. **The intended awardee will receive the applicable form from the Authority's Purchasing Department to be completed and returned to the Authority for submission to the State Treasurer.**

In completing this form, the Business Entity must certify that no contributions prohibited by Chapter 51 or EO117 have been made by the Business Entity and must report all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. § 527 of the Internal Revenue Code that also meets the definition of a "continuing political committee" within the meaning of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7. Failure to submit the required forms will preclude award of the contract at issue, as well as future contract opportunities.

Upon approval by the State Treasurer, the Authority will issue a the Agreement. However, if the State Treasurer determines that any contribution or action by a Business Entity poses a conflict of interest in the awarding of the contract or agreement at issue, the State Treasurer shall disqualify the Business Entity from award of such contract.

Once approved by the State Treasurer, a Business Entity's Political Contributions Certification is valid for a two (2) year period from the date of approval. If, prior to the award of a contract, the State Treasurer confirms to the Authority that the intended awardee has an approved Certification that will remain valid for the term of the contract, the Authority may waive the requirement that the awardee complete an additional Certification and Disclosure of Political Contributions form.

Any Business Entity entering into a contract with the Authority is required, on a continuing basis, to report to the Authority any contributions it makes during the term of the contract, and any extension(s) thereof, at the time any such contribution is made. Such reports shall be subject to review by the Authority and the State Treasurer. If the State Treasurer determines that any such contribution poses a conflict of interest, such contribution shall be deemed a material breach of the contract or agreement at issue.

EXHIBIT E

STOCKHOLDER / PARTNERSHIP DISCLOSURE STATEMENT

The undersigned firm name of Proposer, in compliance with Public Law 1977, Chapter 33, does hereby state and declare the following list of stockholders or partners in this corporation or partnership, as the case may be, with 10 percent or greater interest therein.

<u>Name</u>	<u>Address</u>	<u>Number of Shares of Stock in Corporation or % of Interest in Partnership</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

I certify that to the best of my knowledge the list of stockholders above is current and correct.

AUTHORIZED SIGNATURE: _____

Print Name and Title: _____

Witnessed by _____ Date _____

EXHIBIT F

VENDOR DISCLOSURE FORM

Please be advised that, the New Jersey Turnpike Authority (the "Authority") has developed this form under the policy and procedures in accordance with N.J.S.A. 52:34-13.2. Under this order, the Authority must consider the requirements of New Jersey's contracting laws, the best interests of the State of New Jersey and its citizens, as well as applicable federal and international requirements.

The Authority shall insure that all Proposers seeking to enter into any the Agreement in which services are procured on his behalf must disclose:

- a. The location by country where the services under the contract will be performed;
and
- b. Any subcontracting of services under the contract and the location by country
where the subcontracted services will be performed.

LOCATION BY COUNTRY WHERE SERVICES UNDER THIS THE AGREEMENT WILL BE
PERFORMED:

The Proposer _____
(Location by Country)

Name: _____

Address: _____

Title: _____

Subcontractor: _____
(Location by Country)

Name: _____

Address: _____

Title: _____

I certify that all information is true and correct to the best of my knowledge.

Proposer: _____ Title: _____

EXHIBIT F-2

DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN

RFP Number: _____

Proposer: _____

Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that the person or entity, or one of the person or entity's parents, subsidiaries, or affiliates, is not identified on a list created and maintained by the New Jersey Department of the Treasury as a person or entity engaging in investment activities in Iran. If the Director finds a person or entity to be in violation of the principles which are the subject of this law, s/he shall take action as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the person or entity.

I certify, pursuant to Public Law 2012, c. 25, that the person or entity listed above for which I am authorized to submit a proposal:

€ is not providing goods or services of \$20,000,000 or more in the energy sector of Iran, including a person or entity that provides oil or liquefied natural gas tankers, or products used to construct or maintain pipelines used to transport oil or liquefied natural gas, for the energy sector of Iran,
AND

€ is not a financial institution that extends \$20,000,000 or more in credit to another person or entity, for 45 days or more, if that person or entity will use the credit to provide goods or services in the energy sector in Iran.

In the event that a person or entity is unable to make the above certification because it or one of its parents, subsidiaries, or affiliates has engaged in the above-referenced activities, a detailed, accurate and precise description of the activities must be provided in part 2 below to the New Jersey Turnpike Authority under penalty of perjury. Failure to provide such will result in the proposal being rendered as non-responsive and appropriate penalties, fines and/or sanctions will be assessed as provided by law.

PART 2: PLEASE PROVIDE FURTHER INFORMATION RELATED TO INVESTMENT ACTIVITIES IN IRAN

You must provide a detailed, accurate and precise description of the activities of the proposer, or one of its parents, subsidiaries or affiliates, engaging in the investment activities in Iran outlined above by completing the boxes below.

Name: _____ Relationship to Proposer: _____

Description of Activities: _____

Duration of Engagement: _____ Anticipated Cessation Date: _____

Proposer Contact Name: _____ Contact Phone Number: _____

Certification: I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the above-referenced person or entity. I acknowledge that the State of New Jersey is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the State to notify the State in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the State of New Jersey and that the State at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): _____ Signature: _____

Title: _____ Date: _____

EXHIBIT G

NOTICE TO ALL PROPOSERS SET-OFF FOR STATE TAX

Please be advised that pursuant to P.L. 1995. c. 159, effective January 1, 1996 and notwithstanding any provision of the law to the contrary, whenever any taxpayer, partnership, or S corporation under the Agreement to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services or construction projects and at the same time the taxpayer, or the partner or shareholder of that entity, is indebted for any State tax, the Director of the Division of Taxation shall seek to set-off that taxpayer's, partner's or shareholder's share of the payment due to the taxpayer, partnership, or S corporation. The amount of set-off shall not allow for the deduction of any expenses or other deductions which might be attributable to a partner or shareholder subject to set-off under this act. No payment shall be made to the taxpayer, the provider of goods or services, or the contractor or subcontractor of construction projects pending resolution of the indebtedness.

The Director of Division of Taxation shall give notice to the set-off to the taxpayer, the provider of goods or services, or the contract or subcontractor of construction projects and provide an opportunity for a hearing with thirty (30) days of such notice under the procedures for protests established under R.S. 54:49-18. No requests for conference, protest or subsequent appeal to the Tax Court from any protest under this section shall stay the collection of the indebtedness. Interest that may be payable by the State pursuant to P.L. 1987, c. 184 (c.52:32-32et seq.) to the taxpayer, the provider of goods or services, or the contractor or subcontractor of construction projects shall be stayed.

“I HAVE BEEN ADVISED OF THIS NOTICE.”

COMPANY_____

SIGNATURE_____

NAME_____

TITLE_____

DATE_____

EXHIBIT H

**NEW JERSEY ELECTION LAW ENFORCEMENT COMMISSION REQUIREMENT FOR DISCLOSURE OF
POLITICAL CONTRIBUTIONS**

All business entities are advised of their responsibility to file an annual disclosure statement of political contributions with the New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.27 if they receive the Agreements in excess of \$50,000.00 from public entities in a calendar year. Business entities are responsible for determining if filing is necessary. Additional information on this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us

**DISCLOSURE OF CONTRIBUTIONS TO NEW JERSEY ELECTION LAW ENFORCEMENT
COMMISSION IN ACCORDANCE WITH N.J.S.A. 19:44A-2027**

STATE OF _____

:SS

COUNTY OF _____

I, _____ of the _____ of _____ in the County of _____ and the State of _____ of full age, being duly sworn according to law on my oath depose and say that:

I am _____, a _____ in the firm of _____
(Name) (Title, Position, etc.)

_____, the Proposer making the Submission in response to the Request for Proposal to Furnish and Provide the Services referenced herein; that I executed said Submission with full authority to do so; and that the Proposer acknowledges our responsibility to file an annual disclosure statement of political contributions with the New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.27 if in receipt of the Agreements in excess of \$50,000.00 from public entities in a calendar year. I further acknowledge that business entities are solely responsible for determining if filing is necessary and that all statements contained in said Proposal and in this affidavit are true and correct, and made with full knowledge that the New Jersey Turnpike Authority relies upon the truth of the statements contained in said Proposal and in statements contained in this affidavit in awarding the contract for the Services.

I further warrant that no person or selling agency has been employed or retained to solicit or secure such the Agreement upon an agreement or understanding for commission, percentage proposerage, or contingent fee, except bona fide employees of the Proposer, and as may be permitted by law.

Print Name: _____

Subscribed and Sworn to before me this _____ day of _____ 20____

Notary Public of _____

My Commission Expires: _____

EXHIBIT I

AFFIDAVIT OF NON-COLLUSION

STATE OF :
 :
COUNTY OF :

The undersigned, being duly sworn according to law, deposes and says:

1. That, as the party submitting the foregoing Proposal, that such Proposal is genuine and not collusive or a sham; that said Proposer has not colluded, conspired, connived, or agreed, directly or indirectly, with any Proposer or person, to put in a sham Proposal or to refrain from participating in this solicitation, and has not, in any manner, directly or indirectly, sought by agreement or collusion, or communication or conference, with any person, to fix the price of affiant or of any other Proposer, or to fix any overhead, profit, or cost element of said price, or of that of any other Proposer, or to secure any advantages against the New Jersey Turnpike Authority ("Authority"), or any person interested in the proposed the Agreement; and that all statements in said Proposal are true.

2. That he/she has not been convicted or found liable for any act prohibited by state or federal law involving conspiracy or collusion with respect to proposing or bidding on any public the Agreement within the last three years. Such act or conviction does not automatically disqualify a Proposer, but may be grounds for administrative suspension or grounds for consideration by Authority as to whether Authority should decline to award a the Agreement to such a Proposer on the basis of a lack of responsibility. If Proposer has been convicted of any act prohibited by state or federal law involving collusion with respect to proposing or bidding on any public the Agreement within the past three years, Proposer should attach an explanation of the circumstances surrounding that conviction.

FIRM NAME

NAME

TITLE

SIGNATURE

Subscribed and sworn to
before me this day
of , 20____.

EXHIBIT J

NJ DIVISION OF REVENUE BUSINESS REGISTRATION

For information regarding the New Jersey Division of Revenue Business Registration Requirement, Proposers can contact the Bureau of Client Registration at (609) 292-9292.

If you wish to file your application online, you may do so by visiting the following website:
<http://www.nj.gov/treasury/revenue/forms/njreg.pdf>

EXHIBIT K

SMALL BUSINESS ENTERPRISE / MINORITY BUSINESS / WOMAN OWNED BUSINESS

SMALL / MINORITY / WOMAN BUSINESS ENTERPRISE FORM

If Proposer is registered with the State of New Jersey as a Small Business Enterprise (SBE), and/or Certified as a Woman Business Enterprise (WBE) or Minority Business Enterprise (MBE) you must send a copy of the Registration/Certification Form with your Proposal. Please check off the gross receipt category of your business if registered as an SBE

- SBE CATEGORY 1 \$0- \$500,000 _____
- SBE CATEGORY 2 \$500,001 thru \$5,000,000 _____
- SBE CATEGORY 3 \$5,000,001 thru \$12,000,000 _____
- NOT APPLICABLE _____

SBE Registration # _____

Please check below if applicable

Woman Business Enterprise _____ Minority Business Enterprise _____

EXHIBIT L

SMALL BUSINESS ENTERPRISE FORM

SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION

SMALL BUSINESS ENTERPRISE FORM

SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION

NAME & ADDRESS OF SBE (SUB)CONSULTANT SUPPLIER	TYPE OF WORK TO BE PERFORMED	ESTIMATED PERCENTAGE OF (SUB)CONSULTANT WORK

(Attach additional sheet if necessary)

Proposer (Print Name)

Proposer's SBE Liaison officer (if applicable)

Telephone Number

All Proposers must complete and submit this form with their Proposal, (If no subcontracting involved state so.)